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THOMAS F. MCFARLAND

August 17, 2009

By UPS overnight mail

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024

ENTERED
Office of Proceedings
AUG 18 2009
Part of
Public Record

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AUG 18 2009
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Re: Finance Docket No. 35288, *Energy Solutions, LLC, d.b.a. Heritage Railroad Corporation -- Acquisition and Operation Exemption -- Heritage Railroad Corporation*

Dear Ms. Quinlan:

Enclosed please find an original and 10 copies of Verified Notice of Exemption Under 49 C.F.R. § 1150.31, for filing with the Board in the above referenced matter.

Also enclosed is a check in the amount of \$1,800 for the filing fee.

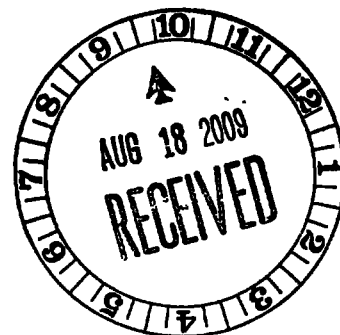
Very truly yours,

Tom McFarland/mg

Thomas F. McFarland
Attorney for Applicant

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BEFORE THE
SURFACE TRANSPORTATION BOARD



ENERGY SOLUTIONS, LLC, d.b.a.)
HERITAGE RAILROAD CORPORATION) FINANCE DOCKET
-- ACQUISITION AND OPERATION) NO. 35288
EXEMPTION -- HERITAGE RAILROAD)
CORPORATION

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

ENERGY SOLUTIONS, LLC
d.b.a. HERITAGE RAILROAD CORPORATION
423 West 300 South, Suite 200
Salt Lake City, UT 84101

Applicant

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street
Suite 1890
Chicago, IL 60604-1112
(312) 236-0204
(312) 201-9695 (fax)
mcfarland@aol.com

Attorney for Applicant

DATE FILED: August 18, 2009

BEFORE THE
SURFACE TRANSPORTATION BOARD

ENERGY SOLUTIONS, LLC, d.b.a.)
HERITAGE RAILROAD CORPORATION) FINANCE DOCKET
-- ACQUISITION AND OPERATION) NO. 35288
EXEMPTION -- HERITAGE RAILROAD)
CORPORATION

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

Pursuant to 49 C.F.R. § 1150.31, *et seq.*, and 49 U.S.C. § 10502(a), ENERGY SOLUTIONS, LLC, d.b.a. HERITAGE RAILROAD CORPORATION (“ES”) hereby provides notice of its class exemption from 49 U.S.C. § 10901 for its acquisition and operation of a rail line currently operated by Heritage Railroad Corporation (HRC) pursuant to a perpetual easement for railroad right-of-way granted by the United States Department of Energy (US-DOE) between Milepost 0.0 at its point of connection with a rail line of Norfolk Southern Railroad Company (NS) at Blair, TN and the end of the line at Milepost 7.0 at or near Oak Ridge, TN, plus spur trackage totaling approximately 3 miles (“the rail line”).

THE PROPOSED TRANSACTION

Currently, HRC, a not-for-profit corporation,^{1/} operates the rail line pursuant to a perpetual easement for a railroad right-of-way granted by the owner of the land, US-DOE. *See Heritage*

^{1/} HRC is a wholly-owned subsidiary of Community Reuse Organization of East Tennessee (CROET). CROET is an entity authorized by the United States Congress to reindustrialize the former DOE Gaseous Diffusion Plant on over 1,200 acres of industrial property now known as Heritage Center at or near Oak Ridge, TN.

Railroad Corporation -- Lease and Operation Exemption -- Rail Line of United States Department of Energy, 2003 STB LEXIS 422 (Finance Docket No. 34372, decision served July 23, 2003).^{2/} It was mistakenly stated in the Notice of Exemption filed in that proceeding that HRC leases the land for the rail line from US-DOE.^{3/} HRC actually operates the rail line pursuant to a perpetual railroad right-of-way easement granted by US-DOE.

ES is an international nuclear services company with operations throughout the United States and around the world. ES is a world leader in the safe recycling, processing and disposal of low-level radioactive waste.

It is proposed that ES acquire the assets of HRC, which include the track materials in the rail line, the easement to operate a rail line over US-DOE land, and HRC's authority from the Board to operate the rail line. After that acquisition, HRC would be dissolved. However, in order to take advantage of HRC's good reputation as a rail carrier, ES would operate the rail line doing business as HRC.^{4/}

THE SUBJECT RAIL LINE

The rail line consists of seven miles of main track between connection with NS at Blair, TN and terminus at or near Oak Ridge, TN, plus spur tracks totaling approximately 3 miles in length. A map of the rail line is attached as Appendix 1.

^{2/} HRC owns the track materials in the rail line.

^{3/} HRC leases some land on which spur trackage is located.

^{4/} ES or any other appropriate entity would make any necessary filings with the Board if future transactions were to affect ownership and/or operation of the rail line.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

(a) The full name and address of the applicant;

Applicant is Energy Solutions, LLC, d.b.a. Heritage Railroad Corporation, 423 West 300 South, Suite 200, Salt Lake City, UT 84101.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

Applicant's representative is Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204, (312) 201-9695 fax, mcfarland@aol.com.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

An agreement has been reached between ES and HRC for ES's acquisition and operation of the subject rail line, d.b.a. Heritage Railroad Corporation.

(d) The operator of the property;

ES, d.b.a. HRC will operate the property.

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject property to the Class III rail carrier applicant,

The transferor of operation of the rail line is Heritage Railroad Corporation, 2010 Highway 58, Suite 2010, Oak Ridge, TN 37830.

(2) The proposed time schedule for consummation of the transaction,

The operation would be consummated no earlier than the date on which an exemption for such operation becomes effective, i.e., at least 30 days after the filing of this Verified Notice.

(3) The mileposts of the subject property, including any branch lines, and

The subject rail line extends between Milepost No. 0.0 at its point of connection with a rail line of NS at Blair, TN and Milepost 7.0 at or near Oak Ridge, TN, plus approximately 7.5 miles of spur tracks.

(4) The total route miles being acquired;

A total of 7 main track miles and 3 miles of spur tracks are proposed to be operated.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States;

The required map is attached to this Verified Notice as Appendix 1.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

It is hereby certified that ES's projected revenues from operating the subject rail line will not exceed those that would qualify it as a Class III rail carrier.

(h) Transactions imposing interchange commitments.

The proposed operation does not involve any interchange commitments.

ANNUAL REVENUES WOULD NOT EXCEED \$5 MILLION

Pursuant to 49 C.F.R. § 1150.32(e), it is hereby certified that the projected annual revenues of ES to be created by virtue of the proposed operation would not exceed \$5 million.

CAPTION SUMMARY

Pursuant to 49 C.F.R. § 1150.32(a), a brief caption summary conforming to the format in 49 C.F.R. § 1150.34 is attached to this Verified Notice as Appendix 2.

ENVIRONMENTAL AND HISTORIC REPORT

Pursuant to 49 C.F.R. § 1105.6(c)(2)(ii) and 49 C.F.R. § 1105.8(b)(1), no environmental nor historic reporting or documentation is required for the proposed operation.

NO LABOR PROTECTIVE CONDITIONS

Pursuant to 49 U.S.C. § 10901(c), no labor protective conditions are to be imposed on the exemption.

GENERAL VERIFICATION

Attached to this Verified Notice as Appendix 3 is the verification of Thomas F. McFarland in regard to the factual allegations contained in such Notice.

CONCLUSION AND REQUESTED RELIEF

WHEREFORE, pursuant to 49 C.F.R. § 1150.32(b), within 16 days of the filing of this Verified Notice, the Director of the Board's Office of Proceedings should publish in the Federal Register a notice of the filing of this Verified Notice.

Respectfully submitted,

ENERGY SOLUTIONS, LLC
d.b.a. HERITAGE RAILROAD CORPORATION
423 West 300 South, Suite 200
Salt Lake City, UT 84101

Applicant

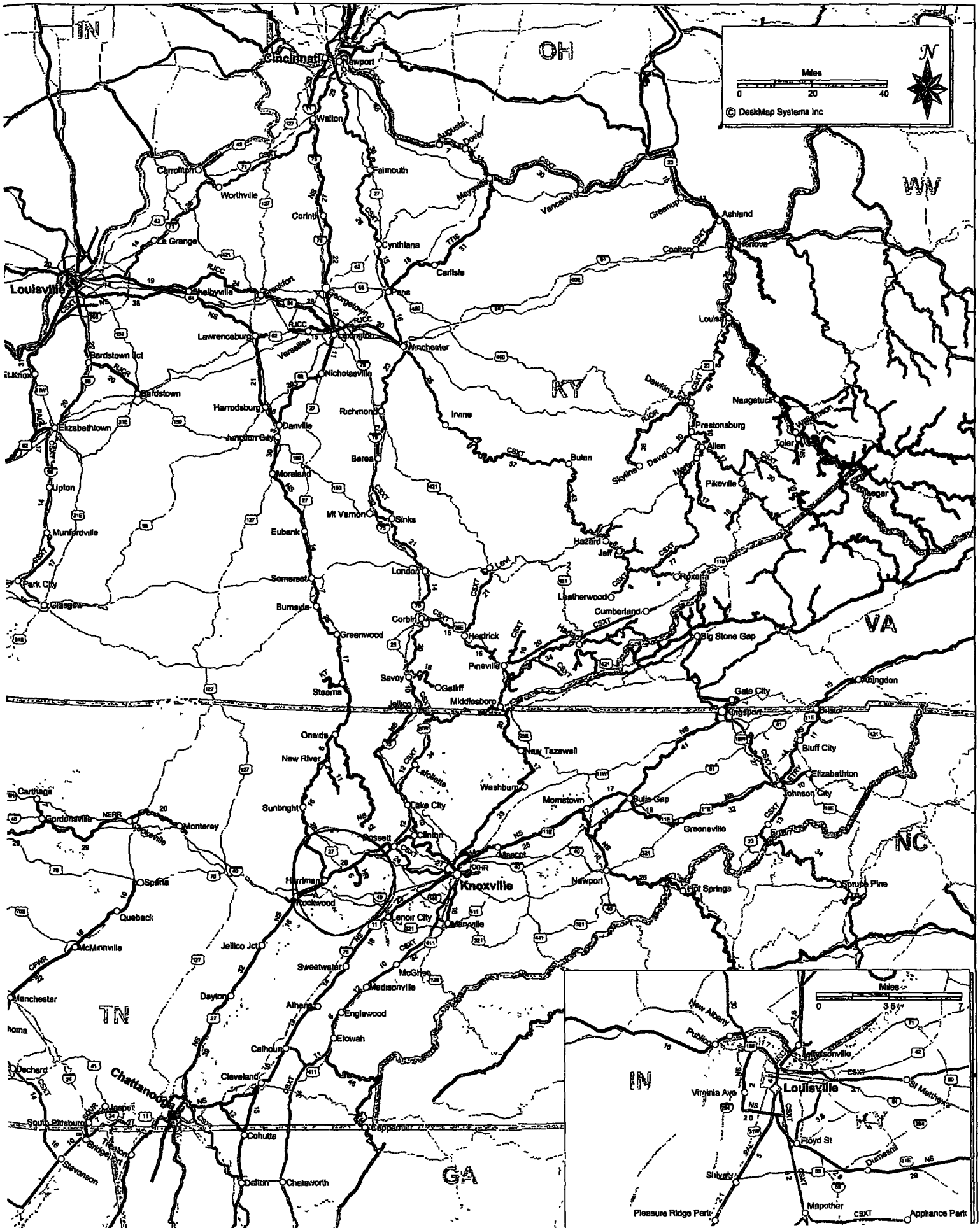
Thomas F. McFarland/mg

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Attorney for Applicant

DATE FILED: August 18, 2009

KENTUCKY • Louisville TENNESSEE



CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

Finance Docket No. 35288

***ENERGY SOLUTIONS, LLC,
d.b.a. HERITAGE RAILROAD CORPORATION
-- ACQUISITION AND OPERATION EXEMPTION --
HERITAGE RAILROAD CORPORATION***

Energy Solutions, LLC, d.b.a. Heritage Railroad Corporation (ES), a noncarrier, has filed a Notice of Exemption to acquire and operate a rail line currently operated by Heritage Railroad Corporation pursuant to a perpetual easement for a railroad right-of-way granted by the United States Department of Energy (DOE), described as follows: between Milepost 0.0 at point of connection with a rail line of Norfolk Southern Railway Company (NS) at Blair, TN and the end of the line at Milepost 7.0 at or near Oak Ridge, TN, plus spur tracks totaling an additional 7.5 miles more or less. Comments must be filed with the Board and be served on HRRC's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204, mcfarland@aol.com.

The Notice is filed under 49 C.F.R. § 1150.31. If the Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

By the Board

(SEAL)

Anne K. Quinlan, Acting Secretary

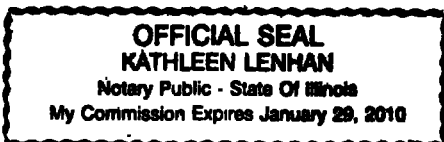
VERIFICATION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

Thomas F. McFarland, being duly sworn, states that he is attorney for Energy Solutions, LLC; that he is familiar with the factual allegations made in the foregoing Notice of Exemption in behalf of that company; and that such allegations are true as stated.

Thomas F. McFarland

Thomas F. McFarland



SUBSCRIBED and SWORN to
before me this 17th day of
August, 2009.

Kathleen Lenhan

Notary Public

